

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM437237

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF A SECURITY INTEREST -- TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tastes on the Fly San Francisco, LLC		07/31/2017	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	MGG Investment Group LP, as collateral agent		
Street Address:	888 7th Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10106		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3987179	FARM TO FLIGHT	
Registration Number:	4023432	FOOD FROM THE EARTH FOR TRAVELERS IN THE	
Registration Number:	4043598	NAPA FARMS MARKET	
Serial Number:	87252156	NAPA FARMS MARKET	
Registration Number:	3212301	TASTES ON THE FLY	
Registration Number:	4167394	KLEIN'S DELI	
Registration Number:	4167393	KLEIN'S DELI & COFFEE BAR	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	19th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	050319-0043		
NAME OF SUBMITTER:	Scott Kareff (050319-0043)		

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SIGNATURE:	/kc for sk/
DATE SIGNED:	07/31/2017
Total Attachments: 6 source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page1.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page2.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page3.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page4.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page5.tif source=Trademark Grant of A Security Interest for TOTF - MGG Investment Group LP#page6.tif	

GRANT OF A SECURITY INTEREST - - TRADEMARKS

WHEREAS, Tastes on the Fly San Francisco, LLC (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated July 31, 2017 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of MGG Investment Group LP, as the Collateral Agent for itself and the Secured Parties (as defined in the Security Agreement) (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has assigned to the Grantee and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge and grant to the Grantee for the benefit of the Grantee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 31, 2017.

TASTES ON THE FLY SAN FRANCISCO, LLC

By:



Name: Elliot Maluth

Title: Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006118 FRAME: 0281

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

Company	Country	Trademark	Application or Registration No.	Filing Date	Registration Date	Assignees
Tastes on the Fly San Francisco, LLC	USA	<u>FARM TO FLIGHT</u>	RN: 3987179 SN: 85100779	August 5, 2010	June 28, 2011	January 31, 2013 Trademark Assignment from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on January 31, 2013
Tastes on the Fly San Francisco, LLC	Canada	<u>FARM TO FLIGHT</u>	AN: 1792640	July 21, 2016	Pending	n/a

Company	Country	Trademark	Application or Registration No.	Filing Date	Registration Date	Assignees
Tastes on the Fly San Francisco, LLC	USA	FOOD FROM THE EARTH FOR TRAVELERS IN THE SKY	RN: 4023432 SN: 77907577	January 8, 2010	September 6, 2011	January 31, 2013 Trademark Assignment from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on January 31, 2013.
Tastes on the Fly San Francisco, LLC	USA	NAPA FARMS MARKET	RN: 4043598 SN: 85319682	May 12, 2011	October 18, 2011	November 30, 2011 Trademark Assignment from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on December 7, 2011
Tastes on the Fly San Francisco, LLC	USA	NAPA FARMS MARKET	SN: 87252156	November 30, 2016	Pending	N/A

Company	Country	Trademark	Application or Registration No.	Filing Date	Registration Date	Assignees
Tastes on the Fly San Francisco, LLC	USA	TASTES ON THE FLY	RN: 3212301 SN: 78608924	April 14, 2005	February 27, 2007	October 2, 2014 <i>nunc pro tunc</i> assignment effective January 31, 2013 from D-Lew Enterprises LLC to Tastes on the Fly San Francisco, LLC recorded with the USPTO on October 6, 2014
Tastes on the Fly San Francisco, LLC	USA	Klein's Deli	RN: 4167394 SN: 85462108	November 2, 2011	July 3, 2012	October 15, 2015 Trademark Assignment from J. Avery Enterprises, Inc. to Tastes on the Fly San Francisco, LLC recorded with the USPTO on March 9, 2017

Company	Country	Trademark	Application or Registration No.	Filing Date	Registration Date	Assignees
Tastes on the Fly San Francisco, LLC	USA	Klein's Deli & Coffee Bar	RN: 4167393 SN: 85462104	November 2, 2011	July 3, 2012	October 15, 2015 Trademark Assignment from J. Avery Enterprises, Inc. to Tastes on the Fly San Francisco, LLC recorded with the USPTO on March 9, 2017